

COMPANIES ACT 2014

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COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

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**CONSTITUTION**

-of-

CHEVAL (JORDANSTOWN) Company Limited by Guarantee  
(As amended by special resolution on 02 November 2018 )

Company Number: 155813

Incorporated on: 5<sup>th</sup> Day of March 1990

## MEMORANDUM OF ASSOCIATION

1. The name of the Company is CHEVAL (JORDANSTOWN) Company Limited by Guarantee.
2. CHEVAL (JORDANSTOWN) CLG is a company limited by guarantee registered under part 18 of the Companies Act 2014.
3. The objects for which the Company is established are:
  - (a) To take over and acquire all the properties, assets and liabilities of the unincorporated body known as: Cheval RIDING CLUB.
  - (b) To encourage horse riding as a sport and recreation and to promote good fellowship amongst riders and to improve and maintain the standard of riding and horsemanship and to organise any activity in the furtherance to these aims.
  - (c) To provide facilities for all equestrian and other sports which the company may decide, and to equip and prepare ground for the aforementioned.
  - (d) To provide club houses, halls and other conveniences for the use of all or any of the members of the company and to furnish and maintain the same and to permit the same to be used by members of the company and their friends and others either free of charge or on such terms and conditions as the company may decide.
  - (e) To hold all licences, including a vintners licence, as are required for the running of the Company.
  - (f) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.
  - (g) To borrow or raise or secure the payment of money for the purpose or in connection with the Company's objectives.
  - (h) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future.
  - (i) To receive and acquire money by donation, gift, subscription or otherwise and to apply or expend such funds to or upon all or any of the objectives of the company, directly or indirectly.
  - (j) To receive money on loan upon such terms as the Company may approve.
  - (k) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
  - (l) To invest and deal with the moneys of the Company not immediately required for the purposes of its objectives in or upon such investments or securities and in such a manner as it may be from time to time determined
  - (m) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise.
  - (n) To amalgamate with any other company whose objectives are to include objectives similar to those of the Company.
  - (o) To do all such things as are incidental or conducive to the objectives or any of them.

4. The liability of the members is limited.
5. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he/she is a member or within one year after he/she ceases being a member, for payment of debts and liabilities of the Company contracted before he/she ceases to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding €2.
6. The income and property of the Company from whatsoever derived shall be applied solely towards the promotion of the object as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever or by way of profit to members of the except in the event of winding up or dissolution of the company hereinafter provided
7. No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:
  - a) reasonable and proper remuneration to any member, officer or servant of the Company for any services rendered to the Company
  - b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other members of the Company to the Company:
  - c) reasonable and proper rent for premises demised and let by any member of the Company (including any Director):
  - d) reasonable and proper out of pocket expenses incurred by any Director or member in connection with attendance to any matter affecting the Company:
  - e) fees, remuneration or other benefit in money's worth to any Company of which a Director may be a member
8. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall NOT be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable institution or institutions having main objects similar to the main object(s) of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Company under or by virtue of this clause such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object..

## ARTICLES OF ASSOCIATION

### PRELIMINARY

1. The In these Articles, unless there is something in the subject or context inconsistent herewith:

“**the Act**” means the Companies Act, 2014 and all amendments or additions thereto

“**the Directors**” means the Directors for the time being of the Company or the Directors present at a meeting of the Board of the Directors and includes any person occupying the position of Director by whatever name called;

“**Electronic Address**” means any address or number used for the purposes of sending or receiving documents or information by Electronic Means.

“**Electronic Form**” means it is given, served or delivered by Electronic Means including, without limitation, by making such notice, document or information available on a website or by sending such notice, document or information by e-mail.

“**Electronic Means**” are means of electronic equipment for the processing (including digital compression), storage and transmission of data, employing wires, radio, optical technologies, or any other electromagnetic means.

“**Secretary**” means any person appointed by the Directors to perform any of the duties of the Secretary of the Company;

“**the Seal**” means the Common Seal of the Company;

“**the Office**” means the registered office for the time being of the Company.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and any other modes of representing or reproducing words in a visible form.

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

### MEMBERS

2. The number of Members with which the Company proposes to be registered is seven but the Directors may from time to time register an increase of members.
3. The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be members of the Company.
4. The rights and liabilities attaching to any Members of the Company may be varied from time to time by Special Resolution of the Company

5. Membership types:

- **Full Riding Membership** may be granted to persons whom subscribes to and undertake to further the aims and objects of the Company. Each member over 18 years old has full voting rights.
- **Family Membership** may be granted to persons whom are living in the same household related by birth, marriage and other legal means - such as parents, children, spouses, aunts/uncles, cousins, grandparents and in-laws of spouses and which subscribe to and undertake to further the aims and objects of the Company. It may also be granted to persons whom are a co-habiting couple whom are living in the same household for a minimum of a year and whom subscribe to and undertake to further the aims and objects of the Company Each member over 18 years old has full voting rights. Family members can be a combination of riding and non riding members. Non riding members do not have use of the Company's land in Jordanstown, Oldtown, North County Dublin
- **Full Student Riding Membership** may be granted to persons, with a valid student card, which subscribe to and undertake to further the aims and objects of the Company. Each member over 18 years old has full voting rights.
- **Non Riding Member:** may be granted to persons which subscribe to and undertake to further the aims and objects of the Company. Each non riding member over 18 years old has full voting rights. Non riding members do not have use of the Company's land in Jordanstown, Oldtown, North County Dublin

Once granted, membership of the company continues for life unless the member automatically ceases, resigns or is expelled as per Article 39. However, the rights of any member of the Company are conditional upon the member complying with the provisions of the Articles of Association Bye Laws and Rules of the Company, including payment of any annual membership fees. Therefore, only members who have paid their fees as laid down by the Company on a date prior to December 31st as laid down by the Company and are registered, receive the benefits of membership, including the right to vote at Company meetings, including the Annual General Meeting.

#### **GENERAL MEETINGS**

6. All general meetings of the Company shall be held in the State.
7. (i) Subject to paragraph (ii) the Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next.(iii) so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. Subject to article 4, the Annual General Meeting shall be held at such time and at such place in the Sate as the Directors shall appoint.

8. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
9. The Directors whenever they think fit, may convene an Extraordinary General Meeting and Extraordinary General Meetings shall be convened on such requisition, or in default may be convened by such requisitionists as one fifth of the membership of the company. If at any time there are not within the State sufficient Directors capable of acting to form a quorum any Director or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

#### **NOTICE OF GENERAL MEETING**

10. Subject to the provisions of the Act an Annual General Meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by 21 days notice in writing at least and a meeting of the Company, other than Annual General Meetings or meeting to pass a Special Resolution shall be called by 14 days notice in writing at least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of the meeting, and in the case of special business the general nature of such business. The notice shall be given in the manner hereinafter mentioned to such persons as are under these Articles entitled to receive such notices from the Company. A notice calling an annual general meeting shall specify the meeting as such and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as such.
11. A general meeting shall, notwithstanding that it is called by shorter notice than that specified in Article 10, be deemed to have been duly called if it is so agreed by the auditors and all the Members entitled to attend and vote thereat.
12. (1) Notices of meetings will be posted to Members or may be sent by Electronic Means to such Electronic Address as may have been provided to the Company by that Member. In every notice calling a meeting of the Company or of any class of Members of the Company, there shall appear with reasonable prominence a statement that a Member entitled to attend, speak and vote.  
(2) Where, by any provision contained in the Act, extended notice is required of a resolution, the resolution shall not be effective (except where the Directors of the Company have resolved to submit it) unless notice of the intention to move it has been delivered to the Company not less than twenty-eight days (or such similar period as the Act permit) before the meeting at which it is moved, and the Company shall give to the Members notice of any such resolution as required in accordance with the provisions of the Act.
13. Accidental omission to give notice of a meeting to, or the non receipt of such notice by any person entitled to receive notice thereof, shall not invalidate the proceedings adopted at the meeting.

## **PROCEEDINGS AT GENERAL MEETING**

14. All business shall be deemed to be special that is transacted at an Extraordinary General Meeting and also all business that is transacted at an Annual General Meeting shall also be deemed to be special, with the exception of the consideration of the Company's statutory financial statements and other documents required by law to be annexed to the statutory financial statements and the reports of the Directors and the report of the Auditors on these statements and the review of the Members of the Company's affairs, to declare dividends, the election of Directors and Auditors in the place of those retiring, and subject to Sections 380 and 382 to 385 of the Act, the appointment or re-appointment of the Auditors and the fixing of the remuneration of the Directors and of the Auditors.
15. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business; save as herein otherwise provided one fifth of the members entitled to vote.
16. If, within half an hour from the time appointed for the holding of a general meeting, a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or at such other place as the Directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall constitute a quorum.
17. The Chairman, if any, of the Board shall preside as Chairman at every general meeting of the Company, or if there is no such Chairman, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be Chairman of the meeting.
18. If but if no Director is willing to act as Chairman or if no Director member is present within fifteen minutes after the time appointed for holding of the meeting, the members present shall choose one of their number to be Chairman of the meeting.
19. The Chairman may, with the consent of any meeting at which a quorum is present and (shall, if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at an adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.
20. At any general meeting a resolution put to the vote of the meeting shall be decided by way of a show of hands. Members may only vote in person and as such voting by proxy is not permitted.

21. Except as provided in Article 20 if a secret ballad or poll is duly demanded it shall be taken in such a manner as the Chairman directs and the result of the secret ballad or poll shall be deemed to be to be the resolution of the meeting at which the secret ballad or poll was demanded.
22. Where there is an equality of votes, whether on a secret ballad or on a poll, the Chairman of the meeting at which the secret ballad takes place or at which the poll is demanded, shall be entitled to casting vote. (The Chairman will not have a vote otherwise)
23. A poll demanded on the election of a Chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be preceded with pending the taking of the poll.
24. Subject to the Act, a resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a General Meeting (or being bodies corporate by their duly authorised representatives) shall be valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held, and if described as a special resolution shall be deemed to be special resolution within the meaning of the Act.
25. Every fully paid up Full Riding Member, Student Member, Family Member and Non Riding Member as out lined in Article 5 shall have one vote.
26. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership, shall be entitled to vote on any question at any general meeting.
27. A Member of unsound mind in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote whether by secret ballad or on a poll, by his committee, receiver, guardian or other person appointed by the court.
28. No member shall be entitled to vote at any general meeting unless all moneys immediately payable by him to the Company have been paid.
29. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.
30. Votes must be given in person

#### **ANNUAL SUBSCRIPTION**

31. The amount and date of payment of Annual Subscription shall be determined by the, members in the general meeting. Such subscriptions shall be payable in advance of

the 1st day of January in each year. A person becoming a member of the Company after the 1st day of January in any year may be required by the Directors to pay the entire Annual Subscription in respect of that year. In the event that any member shall cease to be a member prior to 31st day of December in any year that member shall not be entitled to any rebate of his Annual Subscription paid for that year.

#### **LEVY**

32. Up to and including 2013, first time members paid a once off payment of €254 to the company upon first becoming a member of the company (the Levy).
33. Members that paid the Levy prior to 1 January 2014 shall not be entitled to any rebate of his Levy.
34. Fully paid up Members that paid the Levy prior to 1 January 2014 are entitled to access to the Company's land in Jordanstown, Oldtown, North County Dublin outside normal shows, for schooling purposes, subject to the land being declared open for use by the Directors or responsible Sub-Committee.
35. From 1 January, 2014 the Levy will be optional for first time members:
  - (i) A first time member can choose to pay the €254 Levy which will entitle them to access to the Company's land in Jordanstown, Oldtown, North County Dublin outside normal shows, for schooling purposes, subject to the land being declared open for use by the Directors or responsible Sub-Committee.
  - (ii) A first time member can choose to not pay the €254 Levy. In this case should the member require to access to the Company's land in Jordanstown, Oldtown, North County Dublin outside normal shows, for schooling purposes, they will be required to pay a fee per visit , 'field rent'. The amount of the field rent shall be determined by the members in the general meeting
36. With regard Family Members whom choose to pay the Levy: One levy must be paid for every two family members .i.e. if two family members join one levy must be paid, if three family members join one and a half times the levy must be paid.
37. In the event that any member ceases to be a member at any time, that member shall not be entitled to any rebate of his Levy.

#### **DIRECTOR**

38. The minimum number of Directors is two.

#### **RESIGNATION, CESSATION AND EXPULSION OF MEMBERSHIP**

39.
  - (a) A member of any class may by notice in writing to the Secretary resign his membership of the Company.

- (b) Membership of the Company shall automatically cease upon failure to pay annual subscription as per the annual subscription year deemed.
- (c) Membership of the Company shall automatically cease on any member's death.
- (d) If any member shall refuse or wilfully neglect to comply with any of these Articles of Association or of the or shall have been guilty of such conduct as in the opinion of the Directors either shall have rendered him unfit to remain a member of the Company or shall be injurious to the Company or if its Directors shall for any other good reason require that a member shall be expelled such members may by a Resolution of the Governing Committee and or membership committee be expelled from membership provided that:\_(i) he shall have been given notice of the intended resolution for his expulsion and (ii) shall have been afforded an opportunity of giving orally or in writing to the Directors any explanation or defence as he may think fit.

Notice under this Article shall be deemed to have been served if it is sent by post or electronic means in accordance with the provisions set out in Article 86 of these Articles whether or not it is actually received by the member intended to be served with such notice.

#### **BORROWING POWERS**

- 40. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings and property or any part thereof, and to issue debentures, debenture stock or other securities, whether outright or as collateral security for any debt liability or obligation of the Company or of any third party, provided that they have the authority from at least two thirds of the members attending an extraordinary general meeting of the company called for that propose.

#### **POWERS AND DUTIES OF DIRECTORS**

- 41. The business of the Company shall be managed by the Directors and who may pay all expenses incurred in promoting and registering the Company, and exercise all such powers of the Company as are not by the Act or Articles required to be exercised by the Company in general meeting subject nevertheless to the provisions of the Act and these Articles.
- 42. The Directors may from time to time and at any time by power of attorney, appoint any company, firm or person or body of persons whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorneys as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

43. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Company shall from time to time by resolution determine.
44. Directors shall cause minutes to be made in books provided for the purpose:-
- a) of all appointments of officers made by the directors
  - b) the names of Directors present at all meetings of the Company, and of the Director and of the committees of Directors.
  - c) Of all resolutions and proceedings at all meetings of the Company, and of and of the Director and of the committees of Directors.

#### **DISQUALIFICATION OF DIRECTORS**

45. The Office of Director and shall be vacated if the Director:-
- a) Holds any office or place of profit under the Company
  - b) If he resigns his office by notice in writing signed by him and left at the Office;
  - c) A declaration in respect of him is made by the court pursuant to Part 14 of the Act;
  - d) If he becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - e) If he becomes of unsound mind;
  - f) If he is absent from meetings of the Directors for twelve successive months without leave expressed by a resolution of the Directors, and the Directors resolve that his office be vacated;
  - g) If he ceases to be a Director by virtue of any provision of the Act, or becomes prohibited from being a Director by reason of, an order made under any provisions of any law or enactment; and
  - h) If he be required in writing by all the other Directors (not being less than two in number) to vacate office; and
  - i) If he is removed from office by an Ordinary Resolution of the Company in general meeting.

#### **DELEGATION OF THE BOARDS POWERS**

46. The Board may delegate any of its powers to a sub-committee and/or such other persons as they think fit. They may also delegate to any Chief Executive Officer or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Board may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee shall be governed by the Articles regulating the proceedings of the Board, so far as they are capable of applying. The acts and proceedings of any sub-committee shall be reported to the Board in accordance with the provisions of these Articles.

#### **COMMITTEES**

47. At meetings of a sub-committee, the following shall be the order of business:
- (i) Read and confirm the minutes of the last meeting.
  - (ii) Any matters arising from the Minutes.
  - (iii) Any special matters not included in the above, which the Chairman may consider proper to be discussed.
48. Each member of the Management Sub-Committee shall retire from office at the Annual General Meeting of the Company, and being eligible may offer him/herself for re-appointment.
49. The Directors shall have power at any time and from time to time to appoint any person to be a member of the Management Committee, either to fill a casual vacancy or as an addition to the existing Management Committee members. Any Management Committee member so appointed shall hold office on until the next following Annual General Meeting and shall then be eligible for re-appointment..
50. The Directors may appoint such other committees as it deems necessary to conduct its business
51. The Board shall appoint the Chair of each sub-committee and appoint sufficient members to effectively conduct the business of the sub-committee. In the case a Management Sub-Committee following posts are to be appointed:
- (i) Management Sub-Committee Chairperson (holds deciding vote)
  - (ii) Management Sub-Committee Secretary
  - (iii) Management Sub-Committee Treasurer
  - (iv) and at least two other members
52. All sub-committees shall report in person or in writing to the Board in accordance with agreed procedures
53. Members of the Board may be appointed as members of any sub-committee
54. An Officer is an ex-officio member of every sub-committee
55. The Board at its discretion may at any time remove the a member of any sub-committee
56. The Board at its discretion may at any time overrule the decision of any sub-committee

#### **DIRECTOR'S AND COMMITTEE MEMBERS' EXPENSES**

57. The Directors and committee members may be paid travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Board or committees or general meetings or otherwise in connection with the

discharge of their duties. The rates of recompense shall be determined from time to time by the Board.

### **VOTING ON CONTRACTS**

58. A Director may NOT vote in respect of any contract in which he is interested or any matter arising there out.

### **ROTATION OF DIRECTORS**

59. Each Director shall retire from office at the Annual General Meeting of the Company, and being eligible may offer him/herself for re-election.
60. The Company may from time to time by ordinary resolution increase or reduce the number of Directors.
61. The Directors shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office on until the next following Annual General Meeting and shall then be eligible for re-election.
62. The Company may by ordinary resolution of which extended notice has been given in accordance with the Act remove any Director before the expiration of his period of office, notwithstanding anything in these Articles or agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of contract of services between him and the Company.
63. The Company may by ordinary resolution of appoint another person in place of a Director before the expiration of his period of office, notwithstanding removed from office under these Articles. Without prejudice to the powers of the Directors under these Articles the Company in general meeting may appoint any person to be a director, either to fill a casual vacancy or as an additional Director. A person appointed in place of a Director so removed or to fill such vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

### **PROCEEDINGS OF DIRECTORS**

64. The Directors shall meet together as often as required, but at least once every six months for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is any equality of votes, the Chairman shall have a casting vote, but may not vote otherwise. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Director who being resident in the State is for the time being absent from the State

65. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be two thirds.
66. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.
67. All acts done by a meeting of the Directors, or of a committee of the Board or by a person as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
68. Save as otherwise provided by the Articles, a Director shall not vote at a meeting of the Board or of a sub-committee of the Board on any resolution concerning a matter in which he/she has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his/her interest or duty arises only because the case falls within one or more of the following paragraphs:
- a. The resolution relates to the giving to him/her of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him/her for the benefit of, the Company or any of its subsidiaries;
  - b. The resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the Director has assumed responsibility or by the giving of security.
69. For the purpose of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this Articles becomes binding on the Company) connected with a Director shall be treated as a Director.
70. A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
71. The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Article prohibiting a Director from voting at a meeting of the Board or of a sub-committee of the Board.
72. If a question arises at a meeting of the Board or of a sub-committee of the Board as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and his/her ruling in relation to any Director other than him/herself shall be final and conclusive.
73. At meetings of the Board, the following shall be the order of business:
- (iv) Read and confirm the minutes of the last meeting.
  - (v) Any matters arising from the Minutes.
  - (vi) Reports from Committees

- (vii) Any special matters not included in the above, which the Chairman may consider proper to be discussed.

74. A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

75. A committee may meet and adjourn as it thinks proper. Questions arising at any meetings shall be determined by a majority of votes of the members present, and when there is an equality of votes, the Chairman shall have a second or casting vote.

76. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

#### **SECRETARY**

77. The Secretary shall be appointed by the Directors for such time and at such remuneration, if any, as may be decided.

78. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

79. The seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Director for that purpose.

#### **ACCOUNTS**

80. The Directors shall in accordance with the provisions of the Act shall cause to be kept adequate accounting records, whether in the form of documents, electronic form or otherwise relating to:-

- a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- b) all sales and purchases of goods by the Company; and
- c) the assets and liabilities of the company. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

Proper books shall not be deemed kept if they are not kept in such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

81. The books shall be kept at the office or, , at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the Directors.
82. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document except as conferred by statute or authorised by the Directors or by the Company in general meeting.
83. The Directors shall from time to time in accordance with the Act cause to be prepared and to be laid before the Annual General Meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required to be prepared and laid before the Annual General Meeting of the Company.
84. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Company together with a copy of the Directors' report shall not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.

#### **AUDIT**

85. Auditors shall be appointed and their duties regulated in accordance with the Act.

#### **NOTICES**

86. Any notice or document may be given by the Company to any member either personally or by sending it by post to him to his registered address or may be sent by Electronic Means to such Electronic Address as may have been provided to the Company by the Member. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at which the letter would be delivered in the ordinary course of post.
87. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
  - (a) every member
  - (b) every person being a personal representative or the Official Assignee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
  - (c) the Auditor for the time being of the Company.No other person shall be entitled to receive notices of general meetings.
88. A notice or other document addressed to a Member at his registered address or address for service shall if served by post be deemed to have been served in the case

of notice of a meeting at the expiration of seventy two hours after it shall have been posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post and in proving such service it shall be sufficient to prove that the notice or document was properly addressed, stamped and posted

89. Where a notice, document or other information is given, served or delivered in electronic form whether as an electronic communication or otherwise, it shall be treated as having been given, served or delivered:
- a) if given, served or delivered by electronic mail, at the time it was sent; or
  - b) where any such notice or document is given, served or delivered by being made available or displayed on a website, when the recipient received or is deemed to have received notice of the fact that the notice, document or other information was available on the website.

#### **PUBLICATION ON WEBSITE**

90. A notification to a Member of the publication of a notice on a website pursuant to these Articles shall state:
- a) the fact of the publication of the notice on a website;
  - b) the address of that website and, where necessary, the place on that website where the notice may be accessed and how it may be accessed; and
  - c) in the case of a notice of a general meeting of Member or class of Member:
    - i. that it concerns a notice of a meeting served in accordance with the Articles or by order of a court, as the case may be;
    - ii. the place, date and time of the meeting;
    - iii. whether the meeting is to be an annual general meeting or an extraordinary general meeting; and
    - iv. the address of any other website (if such is the case) where procedures as to voting are stated or facilitated.
91. The notice shall be published on that website, in the case of a notice of meeting, throughout the period beginning with the giving of that notification and ending with the conclusion of the meeting, and in any other case for a period of not less than one month from the giving of the notification.
92. This Article shall be treated as being complied with, and, in the case of a meeting, nothing in Articles 90 and 91 above shall invalidate the proceedings of a meeting where:
- a) any notice that is required to be published as mentioned in Article 90 is published for a part, but not all, of the period mentioned in that Article; and
  - b) the failure to publish that notice throughout that period is attributable to circumstances which it would not be reasonable to have expected the Company

#### **BYE LAWS & RULES**

93. The Company will adopt as byelaws of the company insofar as they are consistent with the Articles of Association herein contained, the rules and regulations as comprised in the constitution of the formally unincorporated body known as Cheval Riding Club, and the Company may in general meeting amend and extend said byelaws.
94. The Directors may from time to time make and pass such Company rules and regulations as they shall decide are necessary for the proper running and operation of the Company and shall notify all members of the passing of same by delivering notification of same by hand, fax, email or by ordinary post to the members, who upon receipt of said notice, will be bound by same.

### **CODE OF CONDUCT**

95. No member shall:
- Conduct themselves at any event in a manner which is offensive to the public.
  - At any event, argue, behave with incivility or contempt, or use abusive or threatening language, towards a judge, official or other person.
  - Conduct themselves in a manner detrimental to the character and/or prejudicial to the interests of the Company, Cheval Riding Club CLG, The Association of Irish Riding Clubs or a third party.
  - Make, either orally or in writing, to an officer of the Company, Cheval Riding Club CLG, The Association of Irish Riding Clubs or a third party, a statement on a matter covered by the Rules which they know to be untrue.

### **HEALTH & SAFETY**

96. Each member undertakes to act responsibly and to take all steps necessary to ensure their health & safety and the health and safety of others.

### **HORSE WELFARE**

97. All members are bound by the FEI code of conduct for the welfare of horses. This states the following:
- The Fédération Equestre Internationale (FEI) requires all those involved in equestrian sport to adhere to the FEI's Code of Conduct and to acknowledge and accept that at all times the welfare of the horse must be paramount and must never be subordinated to competitive or commercial influences.
  - At all stages during the preparation and training of competition horses, welfare must take precedence over all other demands. This includes good horse management, training methods, farriery and tack, and transportation.
  - Horses and competitors must be fit, competent and in good health before they are allowed to compete. This encompasses medication use, surgical procedures that threaten welfare or safety, pregnancy in mares and the misuse of aids.
  - Events must not prejudice horse welfare. This involves paying careful attention to the competition areas, ground surfaces, weather conditions, stabling, site safety and fitness of the horse for onward travel after the event.
  - Every effort must be made to ensure that horses receive proper attention after they have competed and that they are treated humanely when their competition careers

are over. This covers proper veterinary care, competition injuries, euthanasia and retirement.

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Names, Addresses and Description of Subscribers

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Stephanie Corcoran  
113, Melvin Road  
Terenure  
Dublin 6

Production Assi

Roisin O'Moore  
28, Glencourt Dell  
Killarney Road  
Bray

Production Assistant

Marie-Louise  
101, Granitefi  
Rochestown  
Dun Laoghaire

Computer Operator

Aisling Ledwidge  
Ashbury  
Killarney Road  
Bray

Formations Manager

Sean Kavanagh  
31, Iona Road  
Glasnevin  
Dublin 9

Director

Carmel Dunne  
9, Castle View  
Dunboyne  
Co. Meath

Production Assistant

Karen Corcoran  
113, Melvin Road  
Terenure  
Dublin 6

Administrator

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Dated this 26th day of January 1990

Witness to the above signatures :

Suzanne Lawlor  
17, Dame Street  
Dublin 2

